

BEFORE THE BOARD OF SUPERVISORS

of the

SAN LUIS OBISPO COUNTY FLOOD CONTROL AND WATER CONSERVATION DISTRICT

_____ day _____, 20__

PRESENT: Supervisors

ABSENT:

RESOLUTION APPROVING THE ISSUANCE AND SALE OF NACIMIENTO WATER PROJECT 2015 REVENUE REFUNDING BONDS, IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$167,425,000 BY THE SLO COUNTY FINANCING AUTHORITY

WHEREAS, the County of San Luis Obispo Flood Control and Water Conservation District (the “District”) is a Member of the SLO County Financing Authority (the “Authority”), a joint exercise of powers authority duly organized and existing under and pursuant to that certain Joint Exercise of Powers Agreement by and between the District and the County of San Luis Obispo (the “County”), entered into pursuant to the provisions of Articles 1 through 4 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the “Act”), and the Authority is authorized pursuant to Article 4 of the Act to borrow money for the purpose of financing and refinancing the acquisition of bonds, notes and other obligations to provide financing for capital improvements of member entities of the Authority; and

WHEREAS, in order to finance a major water delivery system to be known as the Nacimiento Water Project (the “Project”), the District has heretofore entered into four separate Nacimiento Project Water Delivery Entitlement Contracts, as amended (collectively, the “Delivery Contracts”), by and between the District and certain participants (collectively, the “Participants”), specifically, the Atascadero Mutual Water Company, a California mutual water company, the City of Paso Robles, a municipal corporation, the City of San Luis Obispo, a chartered city and municipal corporation of the State of California and the Templeton Community Services District, a community services district located within the County of San Luis Obispo, designated revenues from which (collectively, the “Revenues”) are pledged to the payment of the Bonds (as defined herein); and

WHEREAS, on September 26, 2007, the Authority issued its \$157,845,000 Nacimiento Water Project Revenue Bonds, 2007 Series A (the “2007A Bonds”) and \$38,565,000 Nacimiento Water Project Revenue Bonds, 2007 Series B (Taxable) (the “2007B Bonds” and together with the 2007A Bonds, the “2007 Bonds”), in order to finance and refinance certain capital expenses relating to the funding of the design costs, engineering, planning, environmental mitigation, equipping new facilities and/or construction efforts, accounting services, project administration and management, installation, grading, razing and building the Project, and to defease the Authority’s Subordinate Bond Anticipation Notes (Nacimiento Pipeline Project); and

WHEREAS, the District has determined that prudent management of the fiscal affairs of the District requires that the District refund all or a portion of the 2007A Bonds (such bonds referred to as the “Refunded Bonds”), and for the purpose of assisting the District with such refunding, the Authority has determined to issue, in one or more series, its Nacimiento Water Project Revenue Refunding Bonds, 2015 Series A in the aggregate principal amount not to exceed \$158,110,000 (the “2015 Series A Bonds”) and its Nacimiento Water Project Revenue Refunding Bonds, 2015 Series B (Taxable) in an aggregate principal amount not to exceed \$9,315,000 (the “2015 Series B Bonds,” and together with the 2015 Series A Bonds, the “Bonds”); and

WHEREAS, the forms of the following documents have been presented to and considered at this meeting of the Board of Supervisors, acting as the Governing Board of the San Luis Obispo County Flood Control and Water Conservation District (the “District Board”), to wit:

A. A form of Preliminary Official Statement with respect to the issuance of Bonds to refinance the Project (the “Official Statement”); and

B. A form of Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”) with respect to the District’s obligation to file certain annual reports and notices of specified events on its own behalf; and

C. A form of Continuing Disclosure Agreement by and between each Participant and the District (the “Continuing Disclosure Agreement”) with respect to the District’s role as Dissemination Agent, on behalf of the Participants;

NOW, THEREFORE, BE IT HEREBY RESOLVED, DETERMINED AND ORDERED BY THE DISTRICT BOARD, AS FOLLOWS:

Section 1. Recitals. The foregoing recitals are true and correct.

Section 2. Determination. This District Board hereby determines that prudent management of the fiscal affairs of the District requires that the Authority issue, on behalf of the District, one or more series of Bonds under the provisions of the Act to refund all or a portion of the 2007A Bonds.

Section 3. Approval of Refunding Bond Issuance and Request for Authority to Issue Bonds. The District Board hereby approves the issuance of the 2015 Series A Bonds in the aggregate principal amount not to exceed \$158,110,000 and the 2015

Series B Bonds in the aggregate principal amount not to exceed \$9,315,000, and requests that the Authority issue the Bonds on its behalf in accordance with the Act.

Section 4. Approval of Form of Preliminary Official Statement. The District Board hereby approves the form of the Preliminary Official Statement (the "Preliminary Official Statement"), in substantially the form on file with the Clerk of the District Board, with such changes and modifications as shall be necessary or appropriate for completion to the satisfaction of the County Public Works Director or his designee, and approval by Norton Rose Fulbright US LLP, as Bond Counsel ("Bond Counsel"). The County Public Works Director or his designee is authorized and directed, on behalf of the District to deem the Preliminary Official Statement "final" pursuant to Rule 15c2-12 promulgated under the Securities and Exchange Act of 1934 (the "Rule"). The District further approves distribution of the Preliminary Official Statement by the Underwriter to persons who may be interested in purchasing the Bonds. The District Board hereby approves the final Official Statement describing the Bonds. Distribution of the final Official Statement by the Underwriter is hereby approved. The County Public Works Director or his designee, subject to approval by County Counsel, is hereby authorized and directed to approve any changes in or additions to the final form of the Official Statement to conform to the requirements of the Bond Purchase Agreement, by and between the Authority and Raymond James & Associates, Inc., as Underwriter.

Section 5. Approval of Continuing Disclosure Certificate. The Continuing Disclosure Certificate, substantially in the form presented to and considered by this District Board, is hereby approved. Any of the Authorized Officers is hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Continuing Disclosure Certificate, with such insertions and changes as may be approved by the Authorized Officer executing the same, such approval to be conclusively evidenced by such execution and delivery.

Section 6. Approval of Continuing Disclosure Agreements. The Continuing Disclosure Agreement(s), substantially in the form presented to and considered by this District Board, is hereby approved. Any of the Authorized Officers is hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Continuing Disclosure Agreements, with such insertions and changes as may be approved by the Authorized Officer executing the same, such approval to be conclusively evidenced by such execution and delivery. In connection with such Continuing Disclosure Agreements, the District may act as Dissemination Agent on behalf of the Participants in connection with the Bonds and the 2007 Bonds, and take such action as may be necessary or advisable in order to permit the Underwriter to comply with the Rule.

Section 7. Official Actions. The Authorized Officers, the other officers and employees of the District, the members of the District Board, Bond Counsel, Public Financial Management, as Financial Advisor and the other consultants to and agents of the District, are each hereby authorized and directed, jointly and severally, to do any and all things and take all actions necessary or desirable to effectuate the transactions contemplated by this Resolution, and to execute such other assignments, agreements, certificates, receipts, endorsements, orders, opinions and other documents in connection with such transactions, including, without limitation, closing documents in

connection with the issuance of the Bonds, and all actions heretofore taken by the officers, employees and agents of the District in connection with the issuance of the Bonds are hereby ratified, approved and confirmed in every respect.

Section 8. Certified Copy of Resolution. The County Clerk is hereby directed to certify a copy of this Resolution promptly following its adoption and to deliver a copy hereof to the District and to Bond Counsel.

Section 9. Effective Date. This Resolution shall become effective immediately upon adoption.

Upon motion of Supervisor _____, seconded by Supervisor _____, and on the following roll call vote, to wit:

AYES:

NOES:

ABSENT:

ABSTAINING:

the foregoing Resolution is hereby adopted on the ____ day of _____, 20____.

Chairperson of the Board of Supervisors

ATTEST:

Clerk of the Board of Supervisors

(SEAL)

APPROVED AS TO FORM AND LEGAL EFFECT:

RITA NEAL
County Counsel

By: 
Deputy County Counsel

Dated: May 18, 2015

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STATE OF CALIFORNIA, }
County of San Luis Obispo, ss.

I, _____, County Clerk and ex-officio Clerk of the Board of Supervisors of the San Luis Obispo County Flood Control and Water Conservation District, do hereby certify the foregoing to be a full, true and correct copy of an order made by the Board of Supervisors, as the same appears spread upon their minute book.

WITNESS my hand and the seal of said Board of Supervisors, affixed this _____ day of _____, 20 _____.

Board
(SEAL)

County Clerk and Ex-Officio Clerk of the
of Supervisors

By _____
Deputy Clerk